

CHAPMAN AND CUTLER LLP

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Salt Lake City, UT 84111
(801) 533-0066

June 28, 2007

RECORDATION NO.

18997-J
FILED

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

JUN 28 '07 -9 00 AM

SURFACE TRANSPORTATION BOARD

Re: Refinancing of 1994 BNSF Railway Company
Leveraged Lease Financing of Equipment (BN 1994-D)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Trust Indenture Supplement No. 1 (BN 1994-D), dated as of July 2, 2007, between the Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "Owner Trustee") and Wells Fargo Bank Northwest, National Association, as Indenture Trustee (the "Indenture Trustee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN 1994-D), dated as of September 15, 1994, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "Lessee") and Wilmington Trust Company, as Owner Trustee, as Lessor, which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 28, 1994 at 11:30 A.M. under recordation number 18997.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration (BN 1994-D)
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Law Offices of
CHAPMAN AND CUTLER LLP

Indenture Trustee: **Wells Fargo Bank Northwest, National Association**
 299 South Main Street, 12th Floor
 MAC: U1228-120
 Salt Lake City, Utah 84111
 Attention: Corporate Trust Department (BN 1994-D)

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 11 SD70M-AC Locomotives, 147 Covered Hopper Cars and 171 Aluminum Coal Cars bearing the road numbers and the BNSF or BN reporting marks, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture Supplement No. 1 (BN 1994-D).

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

Enclosures

EXHIBIT A

UNITS

Equipment Description:

Number of Units: eleven (11)
Model: SD70MAC Locomotives

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	9400	BNSF	9400
through		through	
BN	9410	BNSF	9410

1994-D

BN 35982 D - Covered Hoppers

BN	469000	BNSF	469000
BN	469001	BNSF	469001
BN	469002	BNSF	469002
BN	469003	BNSF	469003
BN	469004	BNSF	469004
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<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN 35982 D - Aluminum Coal Cars

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BN	535016	BNSF	666579
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BN	535019	BNSF	666582
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BN	535022	BNSF	666585
BN	535023	BNSF	666586
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BN	535040	BNSF	666603
BN	535041	BNSF	666604

1994-D
(end)

JUN 28 '07 -9 00 AM

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(BN 1994-D)****SURFACE TRANSPORTATION BOARD**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of July 2, 2007, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee") under the Amended and Restated Trust Agreement (BN 1994-D) dated as of July 2, 2007 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("Indenture Trustee").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1994-D), dated as of July 2, 2007 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.
2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.
3. The Owner Trustee has entered into that certain Trust Indenture Supplement No. 1 (BN 1994-D), dated July 2, 2007, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By JCM
Name: J. Christopher Murphy
Title: Financial Services Officer

Executed on this 20th day of June, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

By _____
Name: _____
Title: _____

Executed on this ____ day of June, 2007.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of June, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

By 
Name: BRANDON MILLS
Title: VICE PRESIDENT

Executed on this 20th day of June, 2007.

STATE OF DELAWARE)
New Castle SS.:
COUNTY OF WILMINGTON)

On this, the 20 day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared J. Christopher Murphy, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on June 20, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Bethany J. Taylor
Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

Bethany J. Taylor
Notary Public - State of Delaware
My Comm. Expires Oct. 20, 2007

On this, the ___ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared ___, who being by me duly sworn, says that (s)he is the ___ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June ___, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF DELAWARE)
) SS.:
COUNTY OF WILMINGTON)

On this, the ___ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on June ___, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

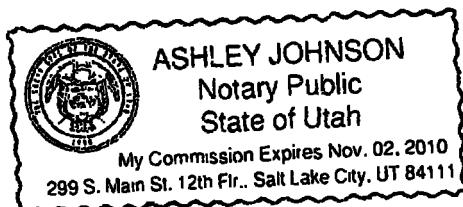
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 20th day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared BRANDON MILLS, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June 20, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Name:
Notary Public
My Commission Expires:
Residing in _____

EXHIBIT A

UNITS

Equipment Description:

Number of Units: eleven (11)
Model: SD70MAC Locomotives

<u>Old Reporting Mark and Road Numbers</u>		<u>New Reporting Mark and Road Numbers</u>	
BN	9400	BNSF	9400
through		through	
BN	9410	BNSF	9410

1994-D

BN 35982 D - Covered Hoppers

BN	469000	BNSF	469000
BN	469001	BNSF	469001
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<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	469060	BNSF	469060
BN	469061	BNSF	469061

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	469063	BNSF	469063
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BN	469068	BNSF	469068
BN	469069	BNSF	469069
BN	469070	BNSF	469070
BN	469071	BNSF	469071
BN	469072	BNSF	469072
BN	469073	BNSF	469073
BN	469074	BNSF	469074
BN	469075	BNSF	469075
BN	469076	BNSF	469076
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BN	469078	BNSF	469078
BN	469079	BNSF	469079
BN	469080	BNSF	469080
BN	469081	BNSF	469081
BN	469082	BNSF	469082
BN	469083	BNSF	469083
BN	469084	BNSF	469084
BN	469085	BNSF	469085
BN	469086	BNSF	469086
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BN	469093	BNSF	469093
BN	469095	BNSF	469095
BN	469096	BNSF	469096
BN	469097	BNSF	469097
BN	469098	BNSF	469098
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BN	469100	BNSF	469100
BN	469101	BNSF	469101

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	469104	BNSF	469104
BN	469105	BNSF	469105
BN	469106	BNSF	469106
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BN	469140	BNSF	469140
BN	469141	BNSF	469141

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	469144	BNSF	469144
BN	469145	BNSF	469145
BN	469146	BNSF	469146
BN	469147	BNSF	469147
BN	469148	BNSF	469148
BN	469149	BNSF	469149
BN	469150	BNSF	469150
BN	469151	BNSF	469151

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BN	534860	BNSF	666424
BN	534861	BNSF	666425
BN	534862	BNSF	666426
BN	534863	BNSF	666427
BN	534864	BNSF	666428
BN	534865	BNSF	666429
BN	534867	BNSF	666431
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BN	534870	BNSF	666434
BN	534871	BNSF	666435
BN	534872	BNSF	666436
BN	534873	BNSF	666437
BN	534874	BNSF	666438
BN	534875	BNSF	666439
BN	534876	BNSF	666440
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BN	534878	BNSF	666442
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BN	534883	BNSF	666447
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BN	534885	BNSF	666449

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BN	534919	BNSF	666483
BN	534920	BNSF	666484
BN	534922	BNSF	666486
BN	534923	BNSF	666487
BN	534924	BNSF	666488
BN	534925	BNSF	666489
BN	534926	BNSF	666490

<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	534934	BNSF	666498
BN	534935	BNSF	666499
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BN	534937	BNSF	666501
BN	534938	BNSF	666502
BN	534939	BNSF	666503
BN	534940	BNSF	666504
BN	534941	BNSF	666505
BN	534942	BNSF	666506
BN	534943	BNSF	666507
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<u>Initial</u>	<u>Number</u>	<u>Destroyed</u>	<u>Renumber</u>
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BN	534973	BNSF	666537
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BN	534976	BNSF	666540
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BN	534979	BNSF	666543
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BN	535004	BNSF	666567
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BN	535035	BNSF	666598
BN	535036	BNSF	666599
BN	535037	BNSF	666600
BN	535038	BNSF	666601
BN	535039	BNSF	666602
BN	535040	BNSF	666603
BN	535041	BNSF	666604

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(end)

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

6/28/07



Robert W. Alvord